



**BOMBARDIER  
CAPITAL**

**Bombardier Capital Rail Inc.**

6900 Wedgwood Road, Suite 120  
Maple Grove, MN 55311 United States  
Telephone 1 (612) 420-8000  
Fax 1 (612) 420-8003  
<http://www.capital.bombardier.com>

August 23, 1999

Surface Transportation Board  
Recording Department  
1925 K. Street NW, Suite 700  
Washington, D.C. 20423

RECORDATION NO.

22386  
FILED

SEP 7 '99

2-30 PM

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals of Memorandum of Railcar Lease Agreement dated as of August, 28, 1998, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.  
(formerly called NorRail, Inc.)  
6900 Wedgwood Road, Suite 120  
Maple Grove, MN 55311  
Phone: 612-416-7205

Lessee: Norfolk Southern Railway Company  
110 Franklin Road S.E.  
Roanoke, Virginia 24042-0072  
Phone: 540-981-3885

The enclosed Memorandum of Railcar Lease Agreement covers the one hundred (100) Railcars bearing reporting marks and numbers NS 470785 through NS 470884, inclusive.

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-416-7205.

Very truly yours,

  
Bradley C. Gunstad  
Vice President & General Counsel  
Enclosures

FORMS/STB.NFS

SEP 7 '99

2-30 PM

MEMORANDUM OF MASTER RAILCAR NET LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of August 28, 1998 by and between NORRAIL, INC., a Minnesota Corporation ("Lessor") and NORFOLK SOUTHERN RAILWAY COMPANY, a Virginia Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Master Net Lease Railcar Lease Agreement No. 1793 dated May 6, 1998 between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 6 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the one hundred (100) railcars bearing the reporting marks and numbers identified on Exhibit A hereto, all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: NORRAIL, INC.

LESSEE: NORFOLK SOUTHERN  
RAILWAY COMPANYBy: [Signature]By: W.T. Conrad, C.P.M.Its: V.P. SPZRLIts: Mgr Purchasing - CarBy: [Signature]By: P. C. DressaIts: V.P. & General CounselIts: Purchasing Supervisor - Car

**EXHIBIT A**  
**TO**  
**MEMORANDUM OF MASTER RAILCAR NET LEASE AGREEMENT**

NS 470785 -NS 470884

STATE OF VIRGINIA, COUNTY OF ROANOKE TO WIT:

On this 26 day of August, 1998 before me personally appeared,  
WT Rousis and PC Dress, to me personally  
known, who being by me duly sworn, says that they are the Mr. Purchasing-Car  
and Purchasing Supvr-Car, respectively of NORFOLK SOUTHERN RAILWAY  
COMPANY, a Virginia Corporation, that said instrument was signed on behalf  
of said corporation by authority of its Board of Directors, and they acknowledged  
that the execution of the foregoing instrument was the free act and deed of said  
corporation.

(Seal)

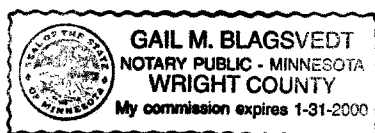
Charles J. Willis  
Notary Public

My commission expires: Jan. 31, 2000

STATE OF MINNESOTA, COUNTY OF WRIGHT TO WIT:

On this 28<sup>th</sup> day of August, 1998 before me personally appeared,  
L. Lee Struble and Bradley C. Gierstad, to me personally  
known, who being by me duly sworn, says that they are the V.P. Sales  
and V.P. General Counsel, respectively of NORRAIL, INC. a Minnesota  
Corporation, that said instrument was signed on behalf of said corporation by  
authority of its Board of Directors, and they acknowledged that the execution of  
the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blagsvedt  
Notary Public

My commission expires: 1-31-2000